



## **NOMINATION PROCEDURE FOR BOARD OF DIRECTORS**

The role of the Nominations Committee is to recommend to the Board the nomination of individuals as directors at an AGM or, in some cases, the appointment of directors by the Board pending an AGM.

Under the Articles of Association, the Board contains a maximum of 15 directors, 8 of whom are elected at an AGM, no more than 6 additional directors who are appointed by the majority of the elected directors and Past Chair.

Directors must be members of CASA.

Legislation establishes several legal duties for directors but leaves wide leeway for Boards to determine the role of directors in any organization by policy of the Board. For example the legal obligation of directors is to manage all operations of the company, but gives the board the right to delegate to others. CASA's governance approach was documented in its "*Philosophy of Governance*" dated May 9<sup>th</sup> 2001 and Policies B.1, B8, B9, B14, B15, B17, B20 for other policies of the Board dealing with Board duties.

The above informs the competency requirements for Board members (Competency Matrix) to be determined from time to time by the Board. The revised matrix is attached for review. The process shall be as follows:

1. Members of the Committee and members of the Board may bring forth names of individuals as potential candidates for the Board at any time by advising the Chair or at any meeting.
2. The Chair has an ongoing responsibility to ensure that individuals are sought out as potential candidates so as to ensure that the competency matrix is satisfied.
3. At each meeting of the Nominations Committee, the Chair of the committee shall advise the meeting of the number of vacancies on the Board and the names of any potential and approved candidates;
4. Upon vacancies occurring or about to occur in the Board, the Nominations Committee shall determine which candidate(s) shall be selected for interview by members of the Committee;
5. The Chair of the Nominations Committee shall organize a meeting with any such approved candidates. The meeting shall, if possible, include the Chair of the Nominations Committee, Chair of the Board, any interested Nomination

Committee members and the CEO for the purpose of determining the suitability of the candidate for the Board;

6. At the next ensuing meeting of the Nominations Committee, the Chair and any other member of the committee attending the interview(s) with the potential candidate(s) shall report on the meetings with the potential candidate(s) and make recommendations on whether to recommend the nomination of any potential candidate to the Board;
7. At the next ensuing meeting of the Board, the Chair of the Nominations Committee shall report on the recommendation(s) of the Nominations committee. If the Board approves the potential candidate(s), he/she/they shall be nominated to join the Board at the next AGM or, should the Board choose, be appointed to the Board pending confirmation at the next AGM;
8. The Chair of the Nominations Committee shall report on the activities of the Committee at the next AGM and place into nomination any potential nominees to the Board.